

**(Current Report No. 26/2021)****02/06/2021****Date and Agenda of the Ordinary General Meeting**

Legal basis: Art. 56.1.2 of the Act on Public Offering - current and periodic information

The Management Board of Develia SA, with its registered office in Wrocław, entered into the National Court Register kept by the District Court for Wrocław - Fabryczna 6th Commercial Division of the National Court Register under number KRS 0000253077 ("Issuer" or "Company"), acting pursuant to Art. 395, Art. 399.1, Art. 402<sup>1</sup> and 402<sup>2</sup> of the Polish Code of Commercial Partnerships and Companies convenes an Ordinary General Meeting of Develia SA, to be held in the Sky Tower building (Conference Room in Sky Tower on the 2 nd floor above the shopping arcade, elevator directly from the parking lot) in Wrocław at ul. Powstańców Śląskich 95, at 10:00 on June 30, 2021.

**Agenda**

1. Opening the General Meeting.
2. Appointing the Chairperson.
3. Stating that the Ordinary General Meeting has been convened correctly and is capable of adopting resolutions.
4. Adopting the agenda.
5. Presenting the Supervisory Board's concise assessment of the standing of the Company comprising an assessment of the internal control system and of the system for managing risks significant to the Company, the report concerning the activities of the Supervisory Board in the financial year 2020, including an assessment of the Management Board's report on the Company's activities and its financial statements for the financial year 2020, as well as the evaluation of the Management Board's motion regarding the allocation of profit for the year 2020 and the assessment of the Company's compliance with disclosure obligations regarding the application of corporate governance principles set out in the Exchange Rules and the regulations concerning current and interim reports submitted by issuers of securities.
6. Adopting a resolution on the approval of the Supervisory Board's concise assessment of the standing of the Company, the report concerning the activities of the Supervisory Board in the financial year 2020 and the assessment of the Management Board's report on the Company's activities and its financial statements for the financial year 2020, as well as the evaluation of the Management Board's motion regarding the allocation of profit for the financial year 2020 and the assessment of the Company's compliance with disclosure obligations regarding the application of corporate governance principles set out in the Exchange Rules and the regulations concerning current and interim reports submitted by issuers of securities.
7. Adopting a resolution on the review and approval of the Management Board's report concerning the activities of the Company and of Develia S.A. Capital Group pertaining to the financial year 2020.
8. Adopting a resolution concerning the review and approval of the financial statements the Company for the financial year 2020.
9. Adopting a resolution on the review and approval of the consolidated financial statements of Develia S.A. Capital Group pertaining to the financial year 2020.
10. Adopting resolutions on granting the acknowledgement of fulfilment of duties to members of the Management Board in the financial year 2020.
11. Adopting resolutions on granting the acknowledgement of fulfilment of duties to members of the Supervisory Board in the financial year 2020.
12. Examining the Management Board's motion concerning the allocation of profit for the financial
13. Adopting a resolution on allocation of the profit for the financial year 2020 and in the event of adopting a resolution on dividend payment, adopting a resolution on the dividend's record day and the date of payment of dividend.
14. Adopting a resolution on appointment of the Supervisory Board members for the new term of office.
15. Adopting a resolution on evaluation of the Supervisory Board's report on the Management Board and Supervisory Board members' remuneration, for the period of 2019-2020.
16. Adopting a resolution on amendments to the Company Statute.
17. Adopting a resolution on amendments to the Regulations of The Supervisory Board
18. Adopting a resolution on introduction of the incentive scheme for the period of 2021-2024, for the Management Board Members and Key Employees of the Company.

19. Adopting a resolution on issuance of subscription warrants, excluding subscription rights of the existing shareholders and conditional increase of the share capital, applying for admission and introduction the newly issued shares to trading on the regulated market of the Warsaw Stock Exchange (the "WSE") and the related amendment of the Statute of the Company.
20. Adopting a resolution on changes in the remuneration policy for members of the Management Board and Supervisory Board of Develia S.A.
21. Closing of the Meeting.

**Right to participate in the Ordinary General Meeting of Shareholders** Only persons who:

- a. were the Company shareholders on the Registration Date, i.e. on 14 June 2021, and
- b. filed a request – not earlier than upon announcement of convening the General Meeting, and not later than on the first weekday after the Participation Registration Date, i.e. 15 June 2021, with the entity running their securities account to issue a registered certificate about the right to the participate in the General Meeting,

are entitled to participate in the Ordinary General Meeting of Develia S.A.

In order to exercise their right to participate in the General Meeting, Shareholders should file a request, not earlier than upon announcement of convening the General Meeting, and not later than on the first weekday upon the participation registration date, i.e. not later than on 15 June 2021, with an entity running the securities account to issue a registered certificate about the right to participate in the General Meeting.

The Company shall determine the list of Shareholders entitled to participate in the General Meeting due to their bearer shares based on a specification prepared by the entity maintaining the depository for securities in accordance with the regulations governing trading in financing instruments. The entity maintaining the depository for securities prepares the list based on the specifications submitted not later than twelve days prior to the General Meeting date (18 June 2021) by the authorised bodies, in accordance with the regulations governing trading in financing instruments. The specifications presented to the entity maintaining the depository for securities are drawn in accordance with the certificates about the right to participate in the General Meeting.

The list of Shareholders entitled to participate in the Ordinary General Meeting will be presented in the Company's headquarters, at Powstańców Śląskich 2-4, 53-333 Wrocław (10th floor, front desk) not later than three weekdays prior to the day of the General Meeting, i.e. 25 June 2021.

The Company Shareholder may request the Company to send him free of charge the list of Shareholders entitled to participate in the General Meeting via e-mail to the address provided by the Shareholder. The Company holds the right to request documents confirming the eligibility of the Shareholder applying, provided he is not included in list of Shareholders entitled to participate in the General Meeting.

Persons entitled to participate in the General Meeting are requested to register at the Shareholders registration point at the General Meeting.

**Procedures concerning participation in the General Meeting of Shareholders and exercising voting rights.**

**Shareholder's right to demand that specific issues be included in the agenda of the General Meeting of Shareholders**

A Shareholder or Shareholders representing at least one-twentieth of the Company's share capital may demand that specific issues be included in the agenda of the General Meeting. Such a request should be presented by a Shareholder or Shareholders to the Company's Management Board not later than twenty-one days prior to the appointed Meeting's date, i.e. not later than on 9 June 2021. It should include a justification or a draft of the resolution concerning the proposed item of the agenda. A Shareholder or Shareholders demanding that specific issues be included in the agenda have to present a certificate (registered certificate of deposit) issued as at the request submission date by the authorised entity for the purposes of their identification as the Company Shareholders and confirming that the Shareholder or the Shareholders possess proper number of shares which makes them eligible to file the request (paper document/scan). Furthermore, an institutional Shareholder or Shareholders, or of legal persons or other entities obliged to submit relevant documents specifying its/their authorisation principles to confirm representation, should also enclose, along with the aforementioned request, originals or copies of such documents. The duty to attach the documents, referred to hereinabove, concerns both the Shareholders submitting the request in writing as well as by electronic means of communication /a paper document, its copy or scan and conversion into the PDF format/. The request made in writing and the complete set of attachments should be submitted personally upon confirmation of receipt at the Company's headquarters at the address of: ul. Powstańców Śl. 2-4, 53-333 Wrocław, or sent to the Company upon confirmation of sending and receipt to the address: ul. Powstańców Śl. 2-4, 53 -333 Wrocław, or send by e-mail to the Company's e-mail address: [walne.zgromadzenie@develia.pl](mailto:walne.zgromadzenie@develia.pl)

The date of filing the aforementioned request with the Company shall be the date of its receipt by the Company, and in case of the electronic mail - the date of receipt of the aforementioned request in the Company's e-mail system. The aforementioned request may be filed with the Company by means of correctly filled in and signed form that is available for downloading at the Company's website <https://www.develia.pl/en/formularze-210630e> In case of filing the request by e-mail, the form must be enclosed as a PDF document. The Company holds the right to take reasonable actions in order to verify the identity of a Shareholder or Shareholders and the validity of the documents submitted.

The Management Board shall promptly, but not later than eighteen days prior to the appointed date of the General Meeting, i.e. before 12 June 2021, announce the amendments introduced in the Agenda at a

Shareholder's or Shareholders' request. This announcement shall be made in a way appropriate to the convening of the General Meeting.

**Shareholder's right to submit drafts of resolutions concerning issues on the agenda of the General Meeting of Shareholders or the issues to be introduced to the agenda prior to the General Meeting date.**

A shareholder or shareholders representing at least one twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company, drafts of resolutions concerning issues included in the agenda of the General Meeting or issues which are to be included in the agenda. The abovementioned drafts of resolutions should be submitted to the Company in writing or by electronic means not later than 72 hours prior to the date of the General Meeting, to let the Company publish the drafts of the resolutions on its website. A Shareholder or Shareholders submitting their drafts of resolutions concerning issues included in the agenda of the General Meeting or issues which are to be included in the agenda prior to the General Meeting date have to present, along with the request, a certificate (registered certificate of deposit) issued as at the request submission date by the authorised entity for the purposes of their identification as the Company Shareholders and confirmation that the Shareholder or the Shareholders possess proper number of shares which makes them eligible to file the request (paper document/scan). Furthermore, an institutional Shareholder or Shareholders, or of legal persons or other entities obliged to submit relevant documents specifying its/their authorisation principles to confirm representation, should also enclose, along with the aforementioned request, originals or copies of such documents. The duty to attach the documents, referred to hereinabove, concerns both the Shareholders submitting the request in writing as well as by electronic means of communication /a paper document, its copy or scan and conversion into the PDF format/.

The request made in writing and the complete set of attachments should be submitted personally upon confirmation of receipt at the Company's headquarters at the address of: ul. Powstańców Śl. 2-4, 53-333 Wrocław, or sent to the Company upon confirmation of sending and receipt to the address: ul. Powstańców Śl. 2-4, 53 -333 Wrocław, or send by e-mail to the Company's e-mail address: [walne.zgromadzenie@lcc.pl](mailto:walne.zgromadzenie@lcc.pl). The date of filing the aforementioned request with the Company shall be the date of its receipt by the Company, and in case of the electronic form - the date of receipt of the aforementioned request in the Company's e-mail system. The aforementioned request may be filed with the Company by means of correctly filled in and signed form that is available for downloading at the Company's website, tab "Forms". In case of filing the request in the electronic form, the form must be enclosed as a PDF document. The Company holds the right to take reasonable actions in order to verify the identity of a Shareholder or Shareholders and the validity of the documents submitted. The Company shall promptly publish the aforementioned resolution drafts on its websites.

A shareholder has the right to request copies of motions on matters included in the agenda within one week before the General Meeting.

**Shareholder's right to submit the drafts of resolutions concerning issues on the agenda during the General Meeting of Shareholders.**

Each shareholder may, during the General Meeting, submit drafts of resolutions concerning the issues included in the agenda.

**Shareholders' right to establish a proxy, forms of proxy, announcement of granting a proxy by electronic means of communication and the ways of verification thereof**

A Shareholder may participate in the General Meeting and exercise his rights to vote in person or through a proxy holder. A proxy holder has the powers to exercise all the shareholder's rights at the General Meeting, unless otherwise stated in the proxy. A proxy holder may delegate his powers, if his proxy provide so. For delegated proxy a document confirming the continuity is required. One proxy holder may represent several shareholders and cast different votes for each shareholder. Public company shareholders holding shares registered on several securities accounts may appoint separate proxy holders to exercise the rights for shares registered on each account. A Shareholder, holding status other than a natural person, may participate in the General Meeting and exercise his voting rights through a person authorised to make declarations of intent on behalf of the Shareholder or through a proxy holder. A proxy to take part in the General Meeting and exercise voting rights requires written or electronic form. In case of granting a proxy in an electronic form, the Shareholder shall notify the Company about that fact via e-mail at the Company's e-mail address: [walne.zgromadzenie@develia.pl](mailto:walne.zgromadzenie@develia.pl). The Company website, tab: "Forms" <https://www.develia.pl/en/formularze-200831e> provides the Form of granting a proxy in the electronic version to download; the Form should be completed by a Shareholder in accordance with the instructions provided and sent to the Company via e-mail to the address specified hereinabove. In order to verify the information included in the notification, a scan of the registered certificate of the shareholder's right to participate in the General Meeting of Shareholders issued by an entity maintaining its share account is required along with the form.

An institutional Shareholder, or legal persons or other entities obliged to submit relevant documents specifying its/their authorisation principles to confirm representation, should also enclose, along with the proxy or notification about granting a proxy, originals or copies of such documents in a form relevant for the respective forms /a paper document, its copy or scan and conversion into the PDF format/. Notification about granting a proxy in the electronic version shall be submitted not later than 24 hours prior to the date of the General Meeting to make the verification of documents possible. A member of the Company's Management Board and the Company's employee may act as a shareholder's proxy holder at the General Meeting of Shareholders. A proxy granted to a member of the Management Board, a member of the Supervisory Board, a liquidator, the Company's employee, or a subsidiary's member of the executive body or employee authorizes to represent the shareholder only at a single General Meeting of Shareholders. The proxy holder shall disclose all the

circumstances that involve or may involve the conflict of interest to the shareholder, and furthermore is obliged to vote in line with the instructions provided by the shareholder. No delegation of the proxy is allowed. Proxies granted in the electronic form will be verified by means of:

- a. examination of the completeness of the documentation of the granted proxy, in particular in case of multiple proxies, sent along with the form;
  - b. examination of the form data accuracy and comparing the data provided therein with the information included in the specification of individuals eligible to participate in the General Meeting,
  - c. statement of conformity of the data regarding legal person's representatives delegated to grant a proxy with relevant KRS excerpts;
  - d. confirming the data as well as a Shareholder's or Shareholders' identification via e-mail or by phone in the event the proxy has been granted through electronic means of communication and notification thereof.
- Verification of the validity of the proxies granted through electronic means of communication and a Shareholder's identity may involve requesting the Shareholder to send an e-version of the proxy scan in the PDF format or a photo file showing the picture of the document. In case of any doubt or in order to clarify other matters, the Company holds the right to take additional reasonable measures to identify the Shareholder or Shareholders or to verify the validity of proxies granted, notices and documents. The Company attaches proxies on paper /also printed electronic versions of the documents/ to the minutes taken at the General Meeting of Shareholders.

#### **Exercising voting rights through a proxy holder by means of a form**

The Company's website, tab "Forms" <https://www.develia.pl/en/formularze-210630e> provides the Form to exercise the right to vote through a Proxy Holder or to provide the Proxy Holder with the written instructions on voting by a Shareholder, referred to in Art. 402<sup>3</sup> § 1 (5) i §3 (1-4) of the Code of Commercial Companies and Partnerships. The Form specified hereinabove, if completed by the Shareholder granting the proxy, may be used as a ballot paper in the open vote at the General Meeting of Shareholders, providing the Shareholder has authorised the Proxy Holder thereto. While in case of secret ballot the completed Form provides solely the voting instructions for the Proxy Holder and should be retained by him. The form used as the ballot paper should be delivered by the Proxy Holder to the Chairman of the General Meeting of Shareholders prior to closing the voting on the resolution the paper was used for, in accordance with the Shareholder's instructions. With the Chairman informing the participants of the Meeting about the Form having been used as a ballot paper, it is taken into consideration in counting votes cast for or against a given resolution. The form used in the ballot shall be enclosed in the minutes register.

Should counting of votes cast at the General Meeting of Shareholders take place through an electronic counting device, the form referred to hereinabove may be used only as a Shareholder's instruction for the Proxy Holder.

#### **Information on alternative modes of participation and exercising voting rights at the General Meeting of Shareholders**

The Company's Articles of Association exclude participation and exercising voting rights at the General Meeting of Shareholders through electronic means of communication.

The General Meeting of Shareholders Bylaws exclude casting votes at the General Meeting by mail.

#### **Information on the Shareholder's right to ask questions related to issues included in the agenda of the General Meeting**

Pursuant to the Art. 402<sup>2</sup> (2(h)) of the Polish Code of Commercial Partnerships and Companies, Shareholders have the right to ask questions related to issues included in the agenda of the General Meeting

**Participation registration date** The date of registration of participation in the Ordinary General Meeting shall be 14 June 2021 ("the Registration Date").

#### **General Meeting of Shareholders information placement**

Drafts of the resolutions are available at: <https://www.develia.pl/en/projekty-uchwal-210630e>

In the event the Company's Management Board or Supervisory Board makes comments on the issues on the agenda of the General Meeting of Shareholders or the issues to be introduced to the agenda prior to the General Meeting date, they will be made available at the Company's website.

All the information released in relation to the General Meeting of Shareholders is available at:

<https://www.develia.pl/en/ogloszenie-wza-210630e>

#### **Broadcast of the General Meeting**

Pursuant to art. 406<sup>5</sup> § 4 of the Polish Code of Commercial Partnerships and Companies the Company provides real – time broadcast of the General Meeting provides that certain technical conditions are met.

Company's website at: <https://www.develia.pl/en/transmisja-wza-210630e>

The link with the video transmission will be activated at the opening of the General Meeting.

#### **Proposed amendments to the Develia S.A. Articles of Association**

Pursuant to Art. 402 § 2 of the Polish Code of Commercial Partnerships and Companies, the Management Board of Develia S.A. announces the proposed amendments to Develia S.A. Articles of Association:

Art. 20 letter n) of the Articles of Association

Present wording:

"n) granting consent to the purchase and sale of real estate, the right of perpetual usufruct or interest in real estate by the Company,"

Proposed wording:

„n) granting consent to the Company to purchase and sell real estates, perpetual usufruct or interest in real property or in the right of perpetual usufruct, the value of which exceeds the equivalent of 15% of the Company's share capital”.

Art. 7 of the Articles of Association

Present wording:

„§7

1. The Company's share capital totals PLN 447,558,311.00 (say: four hundred forty seven million, five hundred fifty eight thousand, three hundred eleven zloty) and is divided into:

- 500,000.00 (say: five hundred thousand) series A ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each,
- 113,700,000 (say: one hundred thirteen million, seven hundred thousand) series B ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each,
- 1,452,546.00 (say: one million, four hundred fifty two thousand, five hundred forty six) series C ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each, - 1,472,018.00 (say: one million, four hundred seventy two thousand, eighteen) series D ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each,
- 32,000,000.00 (say: thirty two million) series E ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each,
- 102,000,000.00 (say: one hundred two million) series F ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each,
- 80,000,000.00 (say: eighty million) series G ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each,
- 58,433,747.00 (say: fifty eight million, four hundred thirty three thousand, seven hundred forty seven) series H ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each,
- 1,000,000.00 (say: one million) series I ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each,
- 57,000,000.00 (say: fifty seven million) series J ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each.

2. On the day following the date on which the ordinary General Meeting approves the Company's financial statement for the financial year ending on 31 December 2006, series B, C and D shares shall be converted into bearer shares. However, if prior to such date the Company enters with Krajowy Depozyt Papierów Wartosciowych S.A. ("KDPW") into an agreement concerning the registration of such shares in KDWP connected with their dematerialization and application for admission of such shares to trading on the regulated market, series B, C and D shares shall be converted into bearer shares on the date on which the Company enters into the above-referenced agreement with KDPW.

3. A shareholder may not demand that any bearer shares be converted into registered shares."

Proposed wording:

„Art. 7

1. The share capital of the Company amounts to PLN 447 558 311 00 (in words: four hundred forty-seven million five hundred fifty-eight thousand three hundred eleven zloty) and is divided into:

- 500 000.00 (in words: five hundred thousand) A class ordinary bearer shares with a par value of PLN 1.00 (in words: one zloty) each,
- 113 700 000.00 (in words: one hundred thirteen million seven hundred thousand) B class ordinary bearer shares with a par value of PLN 1.00 (in words: one zloty) each,
- 1 452 546.00 (one million four hundred fifty-two thousand five hundred forty-six) C class ordinary bearer shares with a par value of PLN 1.00 (in words: one zloty) each,
- 1 472 018.00 (in words: one million four hundred seventy-two thousand and eighteen) D class ordinary bearer shares with a par value of PLN 1.00 (in words: one zloty) each,
- 32 000 000.00 (in words: thirty-two million) E class ordinary bearer shares with a par value of PLN 1.00 (in words: one zloty) each,
- 102 000 000.00 (in words: one hundred two million) F class ordinary bearer shares with a par value of PLN 1.00 (in words: one zloty) each, - 80 000 000.00 (in words: eighty million) G class ordinary bearer shares with a par value of PLN 1.00 (in words: one zloty) each,
- 80,000,000.00 (say: eighty million) series G ordinary bearer shares with a nominal value of PLN 1.00 (say: one zloty) each,
- 58 433 747.00 (fifty-eight million four hundred thirty-three thousand seven hundred forty-seven) H class ordinary bearer shares with a par value of PLN 1.00 (in words: one zloty) each,
- 1 000 000.00 (in words: one million) I class ordinary bearer shares with a par value of PLN 1.00 (in words: one zloty) each,
- 57 000 000.00 (in words: fifty-seven million) J class ordinary bearer shares with a par value of PLN 1.00 (in words: one zloty) each,

2. The contingent share capital of the Company is not more than PLN 17 902 332.00 (seventeen million nine hundred two thousand three hundred thirty-two zloty and 00/100) due to issuance of not more than 17 902 332 (seventeen million nine hundred two thousand three hundred thirty-two) K class ordinary bearer shares with a par value of PLN 1.00 (in words: one zloty) each. The objective for contingent increase in the share capital shall be to confer the rights to take hold of K class shares onto holders of A class subscription warrants issued by the Company under Resolution No. [●] of the Ordinary General Meeting passed on [●] .

3. The entities authorised to take hold of K class shares shall be the holders of A class Subscription Warrants. The right to take hold of K class shares can be exercised by 31 December 2030.

4. On the day following the date on which the General Meeting approves the financial statements of the Company for the financial year ended 31 December 2006, class B, C and D shares will be converted into

bearer shares. However, if prior to that date the Company and the National Depository for Securities ("KDPW") conclude an agreement concerning registration of these shares with KDPW connected with the dematerialisation of such shares and seeking approval to put the shares for trading on the regulated market, B, C and D class shares will be converted into bearer shares on the date of the above-mentioned agreement between the Company and KDPW.

5. The shareholder cannot demand that bearer shares are converted into registered shares."

Legal basis: Art. 56.1.2.a of Act of July 29th 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies (Dz. U. of 2005, No 184 item 1539, as amended) in connection with Art. 19.1.1 of the Directive of the Minister of Finance dated March 29th 2018 on current and periodic information published by issuers of securities and conditions for recognizing as equivalent the information required by the laws of a non-member state (Journal of Laws of - Dz.U. 2018, Item 757 as amended).